

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Hawaii
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Celeste Adrian MD, LLC

2. All other names debtor used in the last 8 years Stellar Women's Health Specialists

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 5 - 4 6 7 5 0 9 0

4. Debtor's address

Principal place of business

30 N. Church Street, Suite 300

Number Street

Wailuku HI 96793

City State ZIP Code

Maui

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor

Celeste Adrian MD, LLC

Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.6 2 1 1**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

Celeste Adrian MD, LLC

Case number (if known)

Name

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number Street

City

State

ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets**☐ \$0-\$50,000☐ \$50,001-\$100,000☒ \$100,001-\$500,000☐ \$500,001-\$1 million☐ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor

Celeste Adrian MD LLC

Name

Case number (if known)

16. Estimated liabilities

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input checked="" type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/09/2016

MM / DD / YYYY

x 

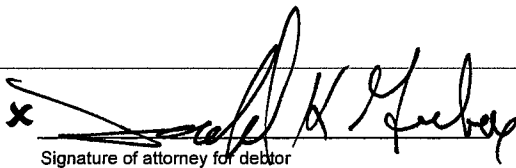
Signature of authorized representative of debtor

Celeste Adrian MD

Printed name

Title Owner/Sole Member of LLC

18. Signature of attorney

x 

Signature of attorney for debtor

Date

03/16/2016

MM / DD / YYYY

Jerrold K. Guben

Printed name

O'Connor Playdon & Guben LLP

Firm name

733 Bishop Street, Suite 2400

Number Street

Honolulu

City

(808) 524-8350

Contact phone

3107

Bar number

Hawaii 96813

State ZIP Code

jkg@opglaw.com

Email address

Hawaii

State

CELESTE ADRIAN MD, LLC
a Hawaii limited liability company

WHEREAS, the undersigned, as the sole Member of CELESTE ADRIAN MD, LLC, a Hawaii limited liability company (the "Company"), at a meeting held on March 9, 2016, upon decision of the Member of the Company, and upon the recommendation of the Company's professional advisors, has determined that is desirable, fair, reasonable, and in the best interest of the Company and the Company's creditors, stockholders and other interested parties for the Company to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code ("Bankruptcy Code").

NOW, THEREFORE, BE IT

1. Filing and Prosecution of Bankruptcy Case.

RESOLVED, that it is desirable and in the best interests of the Company and its creditors, and other interested parties to authorize the Member to cause to be filed a petition in the name of the Company ("Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code ("Chapter 11 case"); and it is further

RESOLVED, that the Member be, and each hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Hawaii ("Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Member be, and each hereby is, authorized and directed to take all actions necessary to restructure the financial affairs of the Company, including causing to be filed in the bankruptcy case a Disclosure Statement and a Plan of Reorganization ("Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court; and it is further

RESOLVED, that the Member be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel,

accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

2. Employment of Professionals.

RESOLVED, that the law firm of O'Connor Playdon & Guben LLP hereby is employed as bankruptcy counsel for the Company in the Chapter 11 case, and the Member of the Company is hereby authorized and directed to execute appropriate agreements, upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of O'Connor Playdon & Guben LLP; and it is further

RESOLVED, that the Member of the Company be, and they hereby, authorized and directed to retain any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Member of the Company is hereby authorized and directed to execute appropriate agreements and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by its Member to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

3. General Authorizing, Resolution.

RESOLVED, that the Member be, shall have full authority to act and is authorized and directed, on behalf of the Company, under the Company's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized actions, transactions, or agreements undertaken prior to the adoption of these resolutions by any the Member of the

Company on behalf of the Company in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Company; and it is further

RESOLVED, that the Member be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.


4. Designation of Responsible Person.

RESOLVED, that CELESTE SUZANNE ADRIAN, be and hereby appointed as the person responsible for performing the duties and responsibilities of the debtor in the proposed Chapter 11 proceeding and authorized to file the petition.

The undersigned does hereby further certify that the foregoing resolution are in full force and effect as of the date hereof.

DATED: Honolulu, Hawaii, March 9, 2016.

CELESTE ADRIAN MD, LLC,
a Hawaii limited liability corporation

By 
CELESTE SUZANNE ADRIAN
Its Sole Member

Fill in this information to identify the case:

Debtor name Celeste Adrian MD LLC
 United States Bankruptcy Court for the: _____ District of Hawaii
 (State)
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Bank of America 135 S Lasalle St., Ste. 1125 Chicago, IL 60603	Kelly Kampenga 312-992-5722 kelly.kampenga@bankofamerica.com	Bank Loan (Line of Credit)	--	--	--	10,532.33
2	Bank of America PO Box 982238 El Paso, TX 79998-2238	800-673-1044	Credit Card	--	--	--	9,914.41
3	Lending Club 71 Stevenson, Suite 300 San Francisco, CA 94105	Monica 888-596-4478 x3182 collections@mail6.lendingclub.com	Loan	--	--	--	26,283.48
4	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	Martin Humpert 800-829-0115	Tax- Withholding	--	--	--	24,711.00
5	Akamai Practice Management 848 S. Beretania St., Ste. 400 Honolulu, HI 96813	Amamda Errecart 808-683-7273 aerrecart@akamaipm.com	Professional Services	--	--	--	4303.21
6	TheraCom 3101 Gaylord Parkway, 2N-C153 Frisco, TX 75034	Katherine Bushnell 888-882-9942 katherine.bushnell@icsconnect.com	Trade Debt	--	--	--	10,447.71
7	Department of Taxation State of Hawaii Bankruptcy Unit PO Box 259 Honolulu, HI 96809-0259	Edward Mendiguzo 808-984-8502	Tax- GET and WH	--	--	--	9,920.86
8	PSS McKesson PO Box 749499 Los Angeles, CA 90074-9499	Ashley Carter 800-845-3870 x50239 ashley.carter@mckesson.com	Trade Debt	--	--	--	7,494.74

Debtor

Celeste Adrian MD LLC

Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	GE Capital 12854 Kenan Drive, Suite 201 Jacksonville, FL 32258	Anoop Tripathi 888-727-9958 x67617 anoop.tripathi@ge.com	Professional Services	--	--	--	6476.18
10	Nicholas Pension Consultants 10933 Trade Center Dr., Ste. 100 Rancho Cordova, CA 95670	Kristen Emery 916-638-5700 kristen@nicholaspension.com	Professional Services	--	--	--	5911.22
11	Paragard Direct 12601 Collections Center Drive Chicago, IL 60693	Joshua Foster 800-322-4966 #4 joshua.foster@icsconnect.com	Trade Debt	--	--	--	5,232.50
12	Ka Lima O Maui 95 Mahalani Street 19B Wailuku, HI 96793	Angela Rudolph 808-244-5502 angela@kalimaomaui.org	Professional Services	--	--	--	5108.22
13	Henry Schein 520 South Rock Blvd. Reno, NV 89502	Lynette Anninos 866-248-9656 x2242717 lynette.anninos@henryschein.com	Trade Debt	--	--	--	5015.28
14	Deborah Daniells and Associates 106 Central Avenue Wailuku, HI 96793	Connie Namahoe 808-986-0737 cnamahoe@deborahdaniells.com	Professional Services	--	--	--	5935.92
15	State of Hawaii Dept. of Labor and Industrial Relations Unemployment Division 54 S. High Street, Room 201 Wailuku, HI 96793	Employer Services Section 808-984-8410	Tax- UI	--	--	--	1,801.44
16	Hawaii Bio-Waste Systems 1084 Pu'uwai Street Honolulu, HI 96819	Marjorie Arellano 808-841-1240 marj@hawaiibiwaste.com	Professional Services	--	--	--	1,553.11
17	McKesson Medical Surgical PO Box 51020 Los Angeles, CA 90051-5320	Ashley Carter 800-845-3870 x50239 ashley.carter@mckesson.com	Trade Debt	--	--	--	1,238.85
18	Hawaiian Telcom- Berry Company PO Box 790250 St. Louis, MO 63179-0250	Kendra Bunge 312-288-0585 x2510 berry@arcustomerservice.com	Professional Services	--	--	--	1,120.94
19	Physicians Exchange of Honolulu 1360 S. Beretania Street 301 Honolulu, HI 96814	Billing Department 808-441-4191	Professional Services	--	--	--	871.92
20	Banyan Dept CH 14388 Palatine, IL 60055	Josh 425-351-4530 AR@statkit.com	Trade Debt	--	--	--	509.73

Bank of America
135 S. Lasalle Street Suite 1125
Attention Kelly Kampenga
Chicago, IL 60603

Bank of America Credit Card
PO Box 982238
El Paso, TX 79998-2238

TheraCom
3101 Gaylord Parkway, 2N-C153
Attention Beth Duffell
Frisco, TX 75034

Paragard Direct
12601 Collections Center Drive
Attention Joshua Foster
Chicago, IL 60693

Nicholas Pension Consultants
10933 Trade Center Drive, Suite 100
Attention Kristen Emery
Rancho Cordova, CA 95670

PSSMcKesson
PO Box 749499
Attention Ashley Carter
Los Angeles, CA 90074-9499

McKesson Medical Surgical
PO Box 51020
Attention Ashley Carter
Los Angeles, CA 90051-5320

Ka Lima O Maui
95 Mahalani Street 19B
Attention Angela Rudolph
Wailuku, HI 96793

Henry Schein
520 South Rock Blvd
Attention Lynette Anninos
Reno, NV 89502

GE Capital
12854 Kenan Drive, Suite 201
Attention Kelli Rexrode
Jacksonville, FL 32258

Deborah Daniells and Associates
106 Central Avenue
Wailuku, HI 96793

Akamai Practice Management
848 S. Beretania Street, Suite 400
Attention Amanda Errecart
Honolulu, HI 96813

Alert Alarm
2668 Waiwai Loop
Honolulu, HI 96819

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

Department of Taxation State of Hawaii
PO Box 259
Attention Bankruptcy Unit
Honolulu, HI 96809-0259

Lending Club
71 Stevenson, Suite 300
Attention Monica
San Francisco, CA 94105

HI Dept Labor and Industrial Relations
54 South High St., Rm 201
Attn Unemployment Insurance Division
Wailuku, HI 96793

Physicians Exchange of Honolulu, Inc.
1360 S. Beretania Street 301
Honolulu, HI 96814

Hawaiian Telcom Yellow Pages
PO Box 790250
St. Louis, MO 63179-0250

Hawaii Bio-Waste Systems, Inc.
1084 Pu'uwai Street
Attention Marjorie Arellano
Honolulu, HI 96819

Smith Medical Partners
950 Lively Blvd.
Wood Dale, IL 60191

Banyan
Dept CH 14388
Palatine, IL 60055

George Zakaib
316 Phelps Street
Silverton, OR 97381

Fill in this information to identify your case:

Debtor 1 Celeste Adrian MD, LLC
First Name Middle Name Last Name
Debtor 2
(Spouse, if filing) First Name Middle Name Last Name
United States Bankruptcy Court - District of Hawaii
Case number _____
(If known)

Local Form H1007-2d (12/15)

Debtor's Verification of Creditor List

The undersigned debtor certifies under penalty of perjury that all entities included or to be included in schedules D, E/F, G, and H have been listed in the creditor list submitted with this verification. This includes all my creditors, parties to leases and executory contracts, and codebtors.

I also certify that the names and addresses of the listed entities are true and correct to the best of my knowledge.

I understand that I must file an amended creditor list and pay an amendment fee if there are creditors or parties listed in my schedules who have not been included in this list.

/s/ C. Adrian MD, Manager
Debtor 1 CELESTE ADRIAN MD, LLC

/s/ _____
Debtor 2

Dated: 03/09/2016

Dated: _____